

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re: LYONDELL CHEMICAL
COMPANY, *et al.*, : Case No. 09-10023 (CGM)

Debtors. : .

Case No. 09-10023 (CGM)

Chapter 11

(Jointly Administered)

EDWARD S. WEISFELNER, AS LITIGATION
TRUSTEE OF THE LB LITIGATION TRUST,

Plaintiff, : Adv. Pro. No. 09-1375 (MG)

V.

LEONARD BLAVATNIK, *et al.*,

Defendants.

Adv. Pro. No. 09-1375 (MG)

EDWARD S. WEISFELNER, AS LITIGATION
TRUSTEE OF THE LB LITIGATION TRUST.

Plaintiff, : Adv. Pro. No. 11-1844 (MG)

V.

NAG Investments LLC,

Defendant.

**DEFENDANTS-APPELLEES' DESIGNATION OF ITEMS
TO BE INCLUDED IN THE RECORD ON APPEAL**

Pursuant to Rule 8009(a) of the Federal Rules of Bankruptcy Procedure, Defendants-Appellees Access Industries, Inc., Access Industries Holdings LLC, AI International, S.à.r.l., Nell Limited, Len Blavatnik, Lincoln Benet, Philip Kassin, NAG Investments LLC, and Perella Weinberg Partners LP (together, the “Defendants-Appellees”), by and through their undersigned counsel, respectfully designate the following items to be included in the record on appeal in connection with the appeal by Plaintiff-Appellant Edward S. Weisfelner, as Litigation Trustee of the LB Litigation Trust (the “Litigation Trustee”), in the above-captioned adversary proceedings from (i) the Final Judgment in Adversary Proceedings [Docket No. 924], (ii) the Memorandum Opinion and Order After Trial [Docket No. 919], (iii) the Order Denying Cross Motions for Summary Judgment on Count 9 of the Amended Complaint [Docket No. 771], and (iv) the Decision and Order on Defendants’ Motions to Dismiss Counts 12, 15, and 16 [Docket No. 697].

DESIGNATION OF ADDITIONAL ITEMS FOR THE RECORD ON APPEAL

Defendants-Appellees designate each of the following documents from the above-captioned cases for inclusion in the record on appeal.

Documents Filed in Case No. 09-1375 (*Weisfelner v. Blavatnik, et al.*)

Designation No.	Filing Date	Docket No.	Description
965	12/3/2009	254	Affidavit of H. Peter Haveles, Jr.
966	12/4/2009	260	Affidavit of H. Peter Haveles, Jr. (under seal)
967	12/4/2009	261	Affidavit of H. Peter Haveles, Jr., Volume II (under seal)
968	1/28/2010	317	Affidavit of H. Peter Haveles, Jr. - Redacted
969	1/29/2010	321	Affidavit of H. Peter Haveles, Jr. (under seal)
970	6/27/2016	745	Answer to Amended Complaint by Perella Weinberg Partners LP

971	6/27/2016	746	Answer to Amended Complaint
972	11/7/2016	871	Statement of Judicial Notice Pursuant to Federal Rule of Evidence 201

Documents Filed in Case No. 11-01844 (*Weisfelner v. NAG Investments, LLC*)

Designation No.	Filing Date	Docket No.	Description
973	9/30/2016	46	Answer to Amended Complaint

Exhibits Admitted at Trial¹

Designation No.	Trial Exhibit No.	Date	Description
974	DX0095	6/19/2007	SBFIC Board Meeting Minutes
975	DX0122	7/13/2007	Access Industries, Inc Engagement Letter with Perella Weinberg Partners, LP
976	DX0149	7/21/2007	ABN/AMRO Credit Memo
977	DX0220	11/5/2007	Email chain from Bigman to Blavatnik attaching LBI business plan summary
978	DX0222	11/12/2007	Statement of the Sole Incorporator of LyondellBasell Finance Company
979	DX0229	11/20/2007	Lyondell Chemical Company Form 8-K
980	DX0242	12/11/2007	Minutes of the Meeting of the Sole Manager and General Partner of Basell AF S.C.A.
981	DX0246	12/14/2007	Basell Holdings B.V. Shareholders Resolution
982	DX0253	12/19/2007	Resolutions of the Shareholders of Basell AF S.C.A.
983	DX0260	12/20/2007	Resolutions of the Managers of Basell Funding S.a.r.l.
984	DX0261	12/20/2007	Resolutions of the Sole Shareholder of Basell Funding

¹ The Exhibits Admitted at Trial are attached in Appendices 1 - 6.

985	DX0262	1/20/2007	Minutes of Meeting of Director of Nell Limited
986	DX0263	12/20/2007	Minutes of Meeting of Shareholders of Nell Limited
987	DX0282	3/26/2008	Written Consent of Lyondell Chemical Company
988	DX0283	3/26/2008	Written Consent of the Sole Manager of Access
989	DX0284	3/26/2008	Written Consent of the Class A Member of Access
990	DX0286	3/27/2008	Managing Board Resolution of Basell Finance Company
991	DX0287	3/27/2008	Written Resolutions of the Board of Managers of LyondellBasell AFGP S.à.r.l, acting as the General Partner and Manager of LBI
992	DX0314	4/29/2008	LBI Minutes of the Annual General Meeting of the Shareholders
993	DX0343	6/19/2008	LBI SB Minutes 19-20 June 2008
994	DX0344	6/19/2008	LBI SBFIC Board Meeting Minutes
995	DX0381	9/19/2008	Intercompany Account Agreement between Lyondell Chemical Delaware Company and Lyondell Chemical Company
996	DX0407	10/14/2008	LBI SBFIC Update Presentation
997	DX0432	11/18/2008	LYB-Q3 2008 LyondellBasell Earning Conference Call
998	DX0464	4/6/2009	Excerpts from the LyondellBasell Industries AF S.CA. Schedules
999	DX0482	3/12/2010	Excerpts from Third Amended and Restated Joint Chapter 11 Plan of Reorganization for the LyondellBasell Debtors
1000	DX0483	3/15/2010	Excerpts from Debtor's Third Amended Disclosure Statement Accompanying Third Amended Joint Chapter 11 Plan of Reorganization for LyondellBasell Debtors
1001	DX0523		Robert A. Bartell; Scott S. Bedans; Thomas W. Schwallie Professional Credentials
1002	DX0526		Lyondell Basell Senior Secured Facility Presentation
1003	DX0531		Analysis of Daily Liquidity and Impact of Access Revolver

1004	DX0607		Letter from D. Smith to L. Blavatnik re thoughts on acquisition of Lyondell
1005	DX0857 ²		Stress Tests/Probabilities of Oil Prices
1006	DX0874		LBI Total Enterprise Value Per Lead Arrangers
1007	DX0876		ICIS Chemical Business article

Deposition Transcripts³

Designation No.	Date of Deposition	Deponent
1008	10/22/2009	David H. Witte

Additional Items⁴

Designation No.	Date	Description
1009	2/2/2017	Defendants' Closing Arguments
1010		Declaration of Len Blavatnik Exhibit Number Reference Table

Dated: June 27, 2017
New York, New York

QUINN EMANUEL URQUHART &
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By: /s/ Richard I. Werder, Jr.
Richard I. Werder, Jr.
Susheel Kirpalani
Andrew Rossman
Rex Lee

² Although DX0857, DX0874, and DX0876 were included in the Trustee's designations, Defendants-Appellees designate them here because the Trustee's appendices contained incorrect versions of the documents.

³ The following transcript is attached in Appendix 7.

⁴ The Additional Items are attached in Appendix 7.

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